



PLAINTIFF'S
EXHIBIT

39

Apr 5, 2019

John States ZroBlack.com is registered IP
 of Zroblack, LLC

ZroBlack – IP Diligence Call Agenda

General Overview: Please provide a high level overview of the Company's products/technology ("Technology").

Founder Backgrounds:

- Please discuss the founders' previous employment, including when and where they previously worked, whether their previous employers are competitors or potential competitors of the Company, and whether the founders signed non-competes or non-solicits in favor of their previous employers.

- John
 - Last 3 employers (10 yrs) were in the financial services industry and are not competitors of the company. Next Financial, Waddell & Reed, and Edward Jones all in San Antonio TX.

- Jonathan (Previous 10 Years)
 - Previous Employment

- Mannapov, LLC - 2015-2018 (Cell Phone Recycling and Reselling)
 - Title: Principal Engineer
 - Potential Competitor: Maybe
 - Non-Compete Signed: No

- HyperCube Telecom, LLC - 2014-2015 (Various Technology Services)
 - Title: Sr. Software Engineer
 - Potential Competitor: No
 - Non-Compete Signed: No

- LeapFrog Systems - 2013 - 2014 (Various Technology Services)
 - Title: Sr. Software Engineer
 - Potential Competitor: No
 - Non-Compete Signed: No

- Yespertise - 2010 - 2013 (Various Technology Services)
 - Title: Security Engineer
 - Potential Competitor: No
 - Non-Compete Signed: No

- Blackpearl Intelligence *formerly Creative Link* - 2009 - (Various Technology Services)
 - Title: Software Manager
 - Potential Competitor: No
 - Non-Compete Signed: No

- Was any IP created prior to the formation of the Company, or while employed by a former employer?

- Yes

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Development/Acquisition of Technology:

- How did the Company develop and/or acquire its Technology?
 - Founding member has developed all technologies
 - Over 12 year of professional computer engineering and post-graduate education (Computer Science Doctoral Candidate)
- Was Technology created by employees or consultants?
 - No
- Was any Technology purchased from a third party?
 - No
- Please describe any material third party IP used in the Company's IP or business, such as material in-licenses. Does the Company have any major software or technology providers?
 - None, No
- Please describe any negotiated agreements under which the Company receives services, IP or materials from third parties. Do any of these agreements have obligations or termination rights that could be triggered by the proposed transaction?
 - None
- Has the Company developed Technology under a joint development or collaboration agreement? Using government grant money/resources?
 - No
- Has the Company granted any liens or security interests in the Company's IP?
 - No

Open Source Software

- Does the Company track what open source is included in any of its technology (whether backend or products)?
 - Yes, if applicable.
- Does the Company have form policies with respect to restricting/monitoring the use of open source software?
 - No open source software is used in production releases of software. Open source software is only used for Research and Development purposes.
- Does the Company distribute any software (e.g. mobile applications, on-premise installation, etc.)?
 - No

Commercialization of Technology:

- Does the Company license-out any of its IP to third parties?
 - No
- Has the Company agreed to any restrictions on its business, such as exclusivity with or most-favored-nation rights for a third party?
 - No
- Has the Company agreed to indemnify any third parties against claims of IP infringement, or otherwise granted uncapped indemnities to third parties?
 - No
- Has the Company licensed its source code, shared it with third parties, or entered any source code escrow agreements or similar?

- No

Protection of Technology:

- Have all employees signed PIIAs and have all consultants who create IP signed consulting agreements with IP assignment provisions? Did the founders sign Technology Assignment Agreements, assigning the Company any IP created prior to formation of the Company?
 - No
- Does the Company use the provided form NDA whenever it shares confidential information with third parties?
 - Yes, however we have not shared with any third party

Registered IP and IP Disputes:

- Does the Company have any registered IP, including patents, trademarks, copyrights, or domain names, other than the logo and slogan already provided?
 - Titan Cable, Titan Adapter, Phoebe Cable, Janus Adapter/Cable, BriX, and IOT BluePrinting, ZroBlack, ZroBlack.com, ZroJerky, ZroCoin, ZroClone, ZroCash, ZroDark, ZroDark.com
- How does the Company decide what to patent?
 - We have a discussion on the pro's and con's and value to whom we will market the product.
- What steps does the Company take to protect its brands?
 - We use an attorney for guidance.
- Have there been any IP infringement or ownership claims made or threatened against the Company?
 - No
- Is the Company aware that any third party is infringing or misusing the Company's IP?
 - No

Privacy/Data Security:

- Please describe the type of Personally Identifiable Information that the Company collects, if any.
 - N/A
- How is the collected information used and stored by the Company?
 - N/A
- Does the Company regularly use confidentiality agreements?
 - When applicable
- How does the Company physically and electronically protect Company Technology and information from disclosure?
 - Custom 1028 bit Ciphers Stored Locally
 - Backups encrypted with salted 1028 bit encryption
 - Kill switches are enabled upon [x] amount of failure attempts

- Are terminated employees prevented from accessing Company Technology and information?
 - N/A
- Has the Company ever had any breach in security or unauthorized access to its data?
 - No

Other

- Any issues to be disclosed (on the SOE) that would be helpful to talk through now?
 - No

John Saenz Email To
Mike Villarreal
Project Z - IP Disclosure Call Agenda
[REDACTED]
Apr 5, 2019

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PROJECT Z

Preliminary Legal Due Diligence Document Request

March 12, 2019

Below is a preliminary list of documents and other information that [REDACTED] [REDACTED] its subsidiaries and their counsel will need to review in connection with the proposed acquisition of certain assets of ZroBlack, LLC (the “Company”).

Where there is no information responsive to the request, please so indicate by writing “N/A” or the equivalent in the margin of this document. Upon review of any materials provided hereunder, additional requests for documents or information may be forthcoming.

I. Corporate and Capitalization Information

A. Organizational diagram or description identifying any subsidiaries or corporate affiliates, or confirm none.

- ***None***

B. Organizational documents (charter, bylaws, certificate of formation or operating agreement, as applicable) of the Company (including any subsidiaries), including all amendments thereto.

- ***See Attachment***

C. Current capitalization table, including the name of each equity holder, the number and type of equity securities held, and copies of all agreements relating to such equity securities (or convertible securities).

- ***None***

D. Voting agreements, stockholder agreements and similar agreements.

- ***None***

E. Minutes of meetings of stockholders, boards of directors and all committees for the prior five (5) years.

- ***None***

II. Material Agreements and Financing Documents

A. The Company's form(s) of customer, client, partner, reseller and similar agreements.

- ***None***

B. Equity and debt financing agreements.

- ***None***

C. Agreements relating to mergers, acquisitions or sales of material assets.

- ***None***

D. Joint venture or similar strategic partnership agreements.

- ***None***

E. Any documents relating to any transaction or agreement between the Company or any of its affiliates, on the one hand, and any equity holder, director, manager, partner or officer of the Company or any other direct or indirect owners of the Company (or any of their family members or affiliated entities), on the other hand, other than ordinary course employment arrangements.

- ***None***

III. Employment Matters

A. List of all employees, independent contractors, officers, directors and other key personnel with the following details: name, position, location.

- John Saenz, CEO & Managing Partner, San Antonio, TX

- Jonathan Villarreal, Security Engineer & Managing Partner, Boerne, TX

B. Form(s) of offer letter, confidentiality and invention assignment agreement and similar employee agreements. Please include a list of individuals who have not signed such forms of agreement and copies of any non-standard forms of such agreements.

- ***None***

C. Copies of all employment, non-competition, confidentiality and other agreements with employees and independent contractors, excluding offer letters that do not deviate from the form.

- ***None***

D. Consulting or independent contractor agreements.

- ***None***

IV. Intellectual Property Matters

A. List and summary description of all intangible or intellectual property, including (i) issued, pending, abandoned, and rejected patents the subject matter of which is owned by the Company or used or held for use by the Company (“Patents”), (ii) all trademarks, service marks and trade names, including logos, designs and slogans that are owned by the Company or used or held for use by the Company in its business, and all registrations and applications therefor (collectively, “Mark(s)”), (iii) all copyrights in works of authorship (such as software, technical and user documentation, Internet web site content, marketing materials, databases, flow charts, blue prints, and other literary, musical, graphic and audiovisual works, and sound recordings), that are owned by the Company or used or held for use by the Company in its business (collectively, “Copyrights”), and all registrations and applications therefor, (iv) all domain names and web sites that are owned by the Company or used or held for use by Company; identifying all registrars of the foregoing, including all social networking sites, pages, accounts and domains and (v) any of the following owned by the Company or used or held for use by the Company in its business: know-how, confidential or proprietary information, research in progress, algorithms, data, designs, processes, formulae, drawings, schematics, blueprints, flow charts, models, strategies, prototypes, techniques, beta testing procedures and beta testing results (collectively, “Trade Secrets” and together with clause (i) through (iv), the “Company Intellectual Property”).

Domains
 Patents
 Trade Marks
 Copyrights

John Holds Hostage
 Jonathan Villarreal's US Patent IP Listed

Document Responses Written By John Saenz

(iii) ***None***

(v) ***Delivery upon execution of final agreement***

B. List and copies of all agreements and licenses pertaining to Company's use of any patents, patent applications, patent rights, subject matter of any of the foregoing, inventions, discoveries, registered and unregistered trademarks and service marks, trade names, trade dress, Internet domain names, registered and unregistered copyrights in both published and unpublished works, know-how, trade secrets, confidential or proprietary information of a third party ("Third Party Intellectual Property") (e.g., licensors, resellers, distributors, sales representatives, OEMs, alliances or joint ventures).

- ***None***

C. List and copies of all agreements pertaining to use by a third party (e.g., resellers, licensees, customers, distributors, sales representatives, OEMs, strategic or business alliances) of any Company Intellectual Property.

- ***None***

D. List and summary description of all products currently or previously researched, developed, marketed, distributed, licensed, sold or planned to be sold, directly or indirectly, by the Company ("Products"), including, in the case of any software Product, a list of all third party and/or public domain works or materials included in such software.

- ***None***

E. List and summary description of all services currently or previously researched, developed, marketed, distributed, licensed, sold or planned to be sold, directly or indirectly, by the Company.

- ***None***

F. List, summary description of all prior works or products on which any Product is based.

- ***None***

G. List of all individuals formerly and presently employed or engaged (e.g., consultants) whose performance involved or involves the creation, development, modification of, or other involvement with, any Products, including name, title, description of his/her responsibility involving Products, date of departure or termination (if applicable), name and address of former and subsequent employer (if known), jurisdiction where such individual is based and copies of all agreements with the foregoing.

- ***None***

H. If the development of any Product has been funded by third parties, including government or academic funds, identify and provide copies of any relevant documents.

- ***None***

I. With respect to any Products, Services or Company Intellectual Property owned by the Company, list and summary description of any third party's rights in or to such Company Intellectual Property (other than license rights described above).

- ***None***

J. With respect to any Products or Company Intellectual Property purchased from a third party, summary description of the purchase transaction and copies of transaction documentation.

- ***None***

K. List of all public domain, open source, copyleft or community source code materials used or planned to be used by the Company, including, but not limited to, those included, contained or incorporated in or that are linked to or called by any Product; for example, any libraries or code licensed under the GNU General Public License, GNU Lesser General Public License, Berkeley Software Distribution License, MIT License, an Apache License, or similar license arrangement.

• **MIT License**

- <https://github.com/imkira/mobiledevice>
- **Command line utility for interacting with
Apple's Private (Closed) Mobile Device
Framework**

L. **Summary description of, and list of documents setting forth, Company policies and procedures regarding confidentiality and protection of Trade Secrets (non disclosure documents, access to facility policies, facility and information system security measures).**

(i) See Attachment

John Saenz Holds Hostage
All NDA's
Trade Secret Agreement
Company Policy Documents

M. Copies of all secrecy, confidentiality and/or nondisclosure agreements between the Company and third parties or otherwise pertaining to such Trade Secrets, to the extent not included in other agreements described elsewhere in this request.

(i) See Attachment

N. Dates and summary descriptions of any disclosures of Trade Secrets other than disclosures permitted under any confidentiality and/or nondisclosure agreements identified above.

- *None*

O. Name, address and contact information for third party escrow agent for each of Product, along with a list of the Products that are deposited with each such escrow agent. Indicate whether source code or other system on programming flow charts or documentation for any Product has ever been provided to any third party (other than an escrow agent), or released pursuant to an escrow agreement.

- *None*

P. List and summary descriptions of all third parties, that have been provided with the source code or have a right to be provided with the source code (including any such right that may arise after the occurrence of any specified event or circumstance, either with or without the giving of notice or passage of time or both) for any of the Products.

- *None*

Q. List and copies of all agreements pertaining to (i) the Company's use of third party domain names or web sites, (ii) hosting services agreements, and/or (iii) use by a third party of the Company's domain names or web sites (e.g., linking, co-branding or other cooperative arrangement agreements); information regarding each such agreement, including date and relevant domain name.

- *None*

John Saenz Email To
Mike Villarreal
Completed Due Diligence Report
[REDACTED]
Apr 14, 2019

John Saenz Holds Hostage
All NDA's
Trade Secret Agreement
Company Policy Documents

R. A list and summary description of all actual or alleged infringement of or otherwise involving Company Intellectual Property and/or Third Party Intellectual Property (whether or not such Third Party Intellectual Property is the subject of any written agreement to which the Company is a party), identifying the case number (if applicable), plaintiff party(ies), adverse party(ies), dates, situs and disposition or resolution of such dispute; provide copies of all correspondence and documents related to such claims or disputes.

- *None*

S. List of all foreign countries in which the Company uses, has used or plans to use any Product or Company Intellectual Property, identifying the Product or Company Intellectual Property used in each country.

- *None*

V. Legal Matters

A. Description of any current or prior threatened or pending litigation, audit, investigation, claim or arbitration, or allegation of breach of any law, including with any governmental authority or involving any current or former employee, director or shareholder, or similar matter settled or resolved in the last five years.

- *None*

B. Copies of all consent decrees, judgments, settlement agreements, injunctions or similar matters.

- *None*

John Saenz Email To
Mike Villarreal
Completed Due Diligence Report
[REDACTED]